

RECORDATION NO. 24087-D FILED

MAY 24 '04

4-07 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 24, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Termination of Lease, dated as of May 10, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is was previously filed with the Board under Recordation Number 24087.

The name and address of the party to the enclosed document are:

Lessor: Railcar, Ltd.
1201 Peachtree St., N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

[Lessee: Martin Marietta Aggregates
11467 Huebner Road, Suite 300
San Antonio, Texas 78230]

Mr. Vernon A. Williams
May 24, 2004
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 hopper cars within the series SPSX 8601 - SPSX 8785 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Statement of Termination of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MAY 24 '04

4-07 PM

SURFACE TRANSPORTATION BOARD

STATEMENT OF TERMINATION OF LEASE

1. This instrument relates to that certain Master Lease Agreement dated as of July 15, 1997 and the related Exhibit A-7 (also know as Schedule No. A-7) dated as of June 3, 2002 (collectively the "Lease") between Railcar, Ltd., as Lessor, and Martin Marietta Aggregates, as Lessee, as evidenced by that certain Memorandum of Lease dated August 19, 2002 and recorded with the Surface Transportation Board on September 3, 2002 under Recordation No. 24087, with respect to the railcars listed on Schedule A to the Memorandum of Lease recorded therewith (the "Cars").

2. The Lease was terminated, effective January 31, 2004, with respect to all the Cars.

IN WITNESS WHEREOF, the undersigned has caused this Statement of Termination of Lease to be executed as of the 10th day of May, 2004.

RAILCAR, LTD.

By: Jeffrey Edelman

Name: Jeffrey Edelman

Title: Senior Vice President - Finance

State of Georgia, County of Fulton

On May 10, 2004, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President, Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Myra A. Hoken
Notary Public

My commission expires: 5-29-2007

[NOTARIAL SEAL]

Deal 647

EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of August 19, 2002, between Railcar, Ltd., as Lessor, and Martin Marietta Aggregates, as Lessee.

Owner of Cars: GATX Capital

Quantity of Cars: Forty-five (45)

Description of Cars: AAR Type K340, 2300 Cubic Ft., 100-ton aggregate hoppers

Car Marks and Numbers: (subject to restencilling under the MACX mark)

SPSX 8601	SPSX 8602	SPSX 8605	SPSX 8606
SPSX 8607	SPSX 8615	SPSX 8621	SPSX 8625
SPSX 8632	SPSX 8633	SPSX 8634	SPSX 8635
SPSX 8637	SPSX 8642	SPSX 8650	SPSX 8652
SPSX 8659	SPSX 8663	SPSX 8700	SPSX 8702
SPSX 8704	SPSX 8707	SPSX 8711	SPSX 8712
SPSX 8718	SPSX 8721	SPSX 8722	SPSX 8724
SPSX 8734	SPSX 8737	SPSX 8743	SPSX 8757
SPSX 8759	SPSX 8761	SPSX 8762	SPSX 8766
SPSX 8767	SPSX 8768	SPSX 8772	SPSX 8779
SPSX 8780	SPSX 8781	SPSX 8782	SPSX 8785
SPSX 8790			